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DONELAN, CLEARY, WOOD & MASER, P. C.

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1-168A002

June 17, 1991

8065B
RECORDATION NO. FILED 1991

JUN 17 9 30 AM '91
NOTICE OF FILING SENT

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JUN 17 1991 -9 22 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and one counterpart of Instrument of Satisfaction and Release, a secondary document, dated as of November 1, 1990, by and among Mercantile-Safe Deposit and Trust Company, as Agent ("Agent"), and United States Trust Company of New York, as Trustee ("Trustee") under a Trust Agreement dated as of September 1, 1975 with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), with respect to a lease involving The Atchison, Topeka and Santa Fe Railway Company, the successor in interest to American Rail Box Car Company, as Lessee ("Lessee"), relating to that certain Conditional Sale Agreement among Pullman, Incorporated (Pullman - Standard Division) ("Pullman"), Trustee and Lessee, dated as of September 1, 1975, recorded under Recordation No. 8065, and relating to that certain Agreement and Assignment between Pullman and Agent, dated as of September 1, 1975, recorded under Recordation No. 8065-A.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph will be: 8065-B.

The names and addresses of the parties to the enclosed document are as follows:

AGENT: Mercantile-Safe Deposit and Trust Company
Post Office Box 2258
Two Hopkins Plaza
Baltimore, Maryland 21203

John. M. M...

Country...

TRUSTEE: United States Trust Company of New York
114 West 47th Street
New York, New York 10036

The undersigned is the attorney-in-fact for purposes of this filing. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

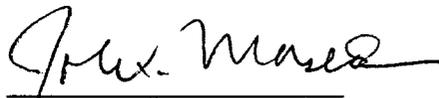
Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Instrument of Satisfaction and Release, dated as of November 1, 1990, by and among Mercantile-Safe Deposit and Trust Company, as Agent, and United States Trust Company of New York, as Trustee, relating to that certain Conditional Sale Agreement among Pullman, Incorporated (Pullman - Standard Division) ("Pullman"), Trustee and The Atchison, Topeka and Santa Fe Railway Company, dated as of September 1, 1975, recorded under Recordation No. 8065, and relating to that certain Agreement and Assignment between Pullman and Agent, dated as of September 1, 1975, recorded under Recordation No. 8065-A.

Respectfully submitted,

By 
John K. Maser III
Attorney-In-Fact

Interstate Commerce Commission
Washington, D.C. 20423

6/17/91

OFFICE OF THE SECRETARY

John K Maser III

Donelan, Cleary, Wood & Maser

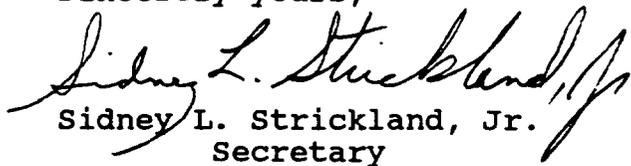
1275 K. St. N.W. Suite 850

Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/17/91 at 9:35am, and assigned recordation number(s). 8065-B, 8066-E, 8068-B 8069-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 8065-B
JUN 17 1991 -9 35 AM
INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of November 1, 1990 by and among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Agent"), UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Trustee") under a Trust Agreement dated as of September 1, 1975, with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), and the ATCHISON TOPEKA AND SANTA FE COMPANY, the successor in interest to American Rail Box Car Company, as Lessee (the "Lessee").

WITNESSETH:

WHEREAS, ACF INDUSTRIES, INCORPORATED, the Trustee and the Lessee, hereto entered into a Conditional Sale Agreement (the "ACF INDUSTRIES Conditional Sale Agreement") dated as of September 1, 1975;

WHEREAS, the ACF INDUSTRIES Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on October 3, 1975, and assigned Recordation No. 8068;

WHEREAS, ACF INDUSTRIES, INCORPORATED and the Agent entered into an Agreement and Assignment (the "ACF INDUSTRIES Assignment"), dated as of September 1, 1975;

WHEREAS, ACF INDUSTRIES, INCORPORATED Assignment was filed and recorded with the Interstate Commerce Commission on October 3, 1975, and assigned Recordation No. 8068-A;

WHEREAS, FMC CORPORATION, the Trustee and the Lessee hereto entered into a Conditional Sale Agreement (the "FMC CORPORATION Conditional Sale Agreement") dated as of September 1, 1975;

WHEREAS, the FMC CORPORATION Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on October 3, 1975, and assigned Recordation No. 8069;

WHEREAS, FMC CORPORATION and the Agent entered into an Agreement and Assignment (the "FMC Assignment"), dated as of September 1, 1975;

WHEREAS, the FMC CORPORATION Assignment was filed and recorded with the Interstate Commerce Commission on October 3, 1975, and assigned Recordation No. 8069-A;

WHEREAS, PULLMAN, INCORPORATED (PULLMAN-STANDARD DIVISION) ("PULLMAN"), the Trustee and the Lessee hereto entered into a Conditional Sale Agreement (the "PULLMAN Conditional Sale Agreement") dated as of September 1, 1975;

WHEREAS, the PULLMAN Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on September 29, 1975, and assigned Recordation No. 8065;

WHEREAS, PULLMAN and the Agent entered into an Agreement and Assignment (the "PULLMAN Assignment"), dated as of September 1, 1975;

WHEREAS, the PULLMAN Assignment was filed and recorded with the Interstate Commerce Commission on September 29, 1975, and assigned Recordation No. 8065-A;

WHEREAS, the Trustee and the Lessee entered into a Lease of Railroad Equipment (the "Lease"), dated as of September 1, 1975, covering the equipment described in Schedule A thereto;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission on September 29, 1975, and assigned Recordation No. 8066;

WHEREAS, the Trustee and the Agent entered into an Assignment of Lease and Agreement (the "Lease Assignment"), dated as of May 1, 1983, with respect to the Lease;

WHEREAS, the Lease Assignment was filed and recorded with the Interstate Commerce Commission on July 26, 1983, and assigned Recordation No. 8066-D;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the ACF INDUSTRIES, INCORPORATED Conditional Sale Agreement, the FMC CORPORATION Conditional Sale Agreement, and the PULLMAN Conditional Sale Agreement, the ACF INDUSTRIES Assignment, the FMC CORPORATION Assignment, and the PULLMAN Assignment, and the Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the ACF INDUSTRIES Conditional Sale Agreement, the FMC CORPORATION Conditional Sale Agreement, the PULLMAN Conditional Sale Agreement, the ACF INDUSTRIES Assignment, the FMC CORPORATION Assignment, the PULLMAN Assignment, and the Lease Assignment;

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent, the Trustee, and the Lessee have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent

ATTEST:

By: 
Vice President


Title: Corporate Trust Officer

UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee

ATTEST:

By: _____
Assistant Vice President

Assistant Secretary

STATE OF MARYLAND)
COUNTY OF BALTIMORE CITY)

On this 25TH day of JANUARY, 1991, before me personally appeared John M. Mitchell, to me personally known, who, being by me duly sworn, says that (s)he is a VICE PRESIDENT of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

MY COMMISSION EXPIRES OCTOBER 22, 1994

Michael G. Ruppel
Notary Public
Michael G. Ruppel

STATE OF)
COUNTY OF)

On this _____ day of _____, 1991, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of the United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Notary Public

STATE OF)
)
COUNTY OF)

On this _____ day of _____, 1991, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is a _____ of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

Notary Public

STATE OF *New York*)
)
COUNTY OF *WASHEAN*)

On this *28th* day of *January*, 1991, before me personally appeared *Louis P. Young*, to me personally known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of the United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Thomas McCutcheon

Notary Public

THOMAS McCUTCHEON
NOTARY PUBLIC, State of New York
No. 4002095
Qualifies in Washean County
Commission Expires April 15, 1992

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, John K. Maser III, a member of the Bar of the District of Columbia, do hereby certify that I have compared the attached copy of the document entitled "Instrument of Satisfaction and Release" executed by Mercantile-Safe Deposit and Trust Company, as Agent, and United States Trust Company of New York, as Trustee, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 14th day of June, 1991.

John K. Maser III

Subscribed and sworn to before me this 14th day of June, 1991.

Diane G. Haussein
Notary Public - D.C.

My Commission Expires September 30, 1991

